

CENTRE EUROPEEN D'ECOTOXICOLOGIE ET DE  
TOXICOLOGIE DES PRODUITS CHIMIQUES  
EUROPEAN CENTRE FOR ECOTOXICOLOGY AND TOXICOLOGY OF CHEMICALS  
(ECETOC)

STATUTES

1. Article 1 – Name – Registered Office – Duration

- 1.1 A non-profit-making international Association, called "Centre Européen d'Ecotoxicologie et de Toxicologie des Produits Chimiques – European Centre for Ecotoxicology and Toxicology of Chemicals (ECETOC)"; hereinafter referred to as "the Association".

The Association is set up under Title III of the Belgian law of 27 June 1921 on non-profit making associations, international non-profit making associations and institutions.

- 1.2 Its registered office is established in the Brussels conurbation and currently at Avenue E. Van Nieuwenhuysse 4, 1160 Brussels. It can be transferred to any other place in this conurbation on a simple decision by the Board of Directors to be published in the Appendices to the Moniteur Belge and to be communicated to the "Service public fédéral Justice" at the latest one month after the decision is taken.
- 1.3 The Association is set up for an unlimited period. It can be dissolved at any time, in accordance with the law and with these Statutes.

2. Article 2 – Object

- 2.1 The aim of the Association is to procure all types of information relevant to the protection of the health of any person who may come into contact with chemicals and to reduce the ecological impact of the manufacture, processing and use of chemicals. The activities of the Association concern all chemical products.

The Association's other aim is also to serve as scientific counsellor to organisations such as Cefic and other groups with similar interests. The aims and objectives of the Association exclude profit-making activities.

The Association shall endeavour to achieve its aims by coordinating efforts by chemical manufacturers, processors and users to study and attempt to resolve the ecological and toxicological problems which may result from the manufacture, processing and use of chemicals.

- 2.2 Moreover, in order to achieve its aims the Association shall use the following methods:

- it shall collect and redistribute all types of ecotoxicological, toxicological and scientific information on chemicals ;
- it shall develop methods which should enable manufacturers, processors and users to assess the safety of chemicals from the ecotoxicological and toxicological point of views ;
- it shall organise literature studies and experimental testing programmes ;
- it shall instigate epidemiological studies.

3. Article 3 – Relations with Other Organisations

The Association shall cooperate in a scientific context with intergovernmental agencies, governments, health authorities, other public and professional institutions with interests in ecotoxicological and toxicological issues relating to chemicals.

#### 4. Article 4 – Members' Active Participation

Members shall assist the Association in achieving its objectives by relieving their representatives on the Board of Directors and Committees of their usual task and shall declare themselves to be prepared to guarantee that these representatives have access to the research and testing facilities which they will reasonably need in order properly to carry out their duties within the Association.

#### 5. Article 5 – Responsibility

Each member shall be responsible for the scientific accuracy of the evaluation of safety data relating to products included in the range which they manufacture, process or use.

#### 6. Article 6 – Membership

Membership is based on the principle of scientific participation.

##### 6.1 Eligibility

Any company which is legally constituted according to the laws and customs of its country of origin and has a registered office in a European country can be a Member of the Association, provided it is engaged in the industrial manufacture, processing or use of chemicals.

There are three categories of membership of the Association :

##### *a) Full membership*

Full membership shall be opened to companies manufacturing or using chemicals with a global turnover greater than €2.0 billion.

##### *b) Associate membership A*

Associate membership A shall be opened to companies manufacturing or using chemicals with a global turnover of more than €0.5 billion but less than €2.0 billion.

##### *c) Downstream users/Associate membership B*

Associate membership B shall be opened to companies that primarily formulate and use chemicals with a global turnover greater than € 0.1 billion but less than € 0.5 billion.

"Turnover" refers to turnover for sales of chemicals or products made *inter alia* of chemicals in the previous year.

##### 6.2 Application for admission

Every application for admission as a Member must be sent in writing to the Secretary General of the Association and must contain an undertaking to comply with these Statutes for the period of affiliation.

##### 6.3 Examination of eligibility

On the basis of the application for admission, the Board of Directors shall examine the eligibility of the candidate Member, in accordance with the criteria laid down in Article 6.1.

If the application for admission is accepted by the Board of Directors, the candidate shall become a Member of the Association and shall be informed of this.

Any decision refusing an application for membership shall be reasoned. Where admission is refused, the applicant may refer the relevant decision to the independent arbitration tribunal CEPANI (Belgian Center for Arbitration and Mediation), whose decision based on the admission criteria defined in these Articles of Association shall be final, recourse to other legal proceedings being excluded.

#### 6.4 Loss of Membership

##### 6.4.1 Failure to Fulfil Conditions for Eligibility

Any Member who permanently ceases to fulfil any of the conditions required for eligibility in accordance with the criteria laid down in the Article shall lose membership, with effect from the end of the current fiscal year. This cessation must be officially published by the Board of Directors.

##### 6.4.2 Resignations

On the conditions of having fulfilled the provisions of Article 8 of these Statutes, any member can withdraw from the Association, with effect from the end of a current fiscal year, by sending its resignation in writing to the Secretary General of the Association, for the attention of the Board of Directors giving at least one calendar years notice before the beginning of that fiscal year.

##### 6.4.3 Exclusion and Reintegration

Exclusion of a Member for failure to comply with these Statutes or for any other reason can be pronounced by the General Meeting with a majority of two-thirds of the votes present or represented, the Member in question having previously been heard and not taking part in the vote.

Any Member excluded from the Association in accordance with the preceding paragraph can apply for reintegration by making a new application for admission in accordance with Article 6.2 and by the approval of this application by the General Meeting with a two-thirds majority of the votes present or represented.

##### 6.4.4 Status

Members may participate in the management of the organisation by voting at General Meetings and nominating individuals for the Board of Directors and the Scientific Committee. Members may suggest topics for the work plan and are encouraged to participate in the work programme.

Full Members and Associate members A will receive all publications as and when they are issued and Associate members B will receive publications at a reduced price versus non-member companies. Members may use those information services of the Association which are readily available and within the Association's defined field of activity.

## 7.1 General Meetings

### 7.1.1 Ordinary and Extraordinary General Meetings

One Ordinary General Meeting shall be held per year on the date and at the time and place fixed by the Board of Directors. No more than fifteen months may elapse between two successive Ordinary General Meetings.

The Board of Directors may also convene Extraordinary General Meetings. The Chairman of the Board of Directors must convene the General Meeting at the request of Members representing at least one-fifth of the existing votes.

### 7.1.2 Convening of Meetings

At least thirty days before the date fixed for the Ordinary General Meeting a notice of convocation specifying the time, place and agenda of this meeting shall be sent to each Member of the Association, to the Member's latest address in the Association's records. All other General Meetings shall be convened in the same way. The notice of convocation will be sent by post, fax, e-mail or other method of communication.

### 7.1.3 Participation

Each Member can be represented at the General Meeting by one delegate only. Other persons may be present at the General Meeting, at the invitation of the Board of Directors, but without the right to vote.

Any Member of the Association can empower an other Member, in writing, to represent him at the General Meeting. A member may however not represent more than two other members.

### 7.1.4 Quorum & Majority

Unless these Statutes impose a larger quorum, the Meeting shall constitute a quorum whenever Members representing at least one third of the votes are present. If this quorum is not attained, the Members present or represented may however adjourn the Meeting to another date and another place, all Members being informed of this. Any meeting thus adjourned can discuss any question initially submitted to the first Meeting, irrespective of the number of Members present or represented.

Any resolution put to the vote at the General Meeting shall be considered as adopted if it obtains a simple majority of the votes present or represented, unless the Statutes stipulate otherwise.

Under no circumstances may the General Meeting take decisions on a subject which has not been included in the agenda.

### 7.1.5 Powers

The General Meeting possesses full powers for the achievement of the objectives of the Association.

In particular, the General Meeting shall:

- elect the Members of the Board of Directors and dismiss them if necessary,
- determine and adopt the budget, approve the accounts,

- determine the amount of the subscriptions.

#### 7.1.6 Votes

Full Members of the Association shall have ten votes each at the General Meeting.  
Associate members A shall have three votes each at the General Meeting.  
Associate members B shall have one vote each at the General Meeting.

#### 7.1.7 Minutes

The resolution of the General Meeting shall be recorded in a Minute Book, in the form of minutes signed by the Chairman of the Board of Directors and the Secretary General. All Members shall receive a copy.

The Minute Book shall be kept at the headquarters where all Members of the Association may consult the Minutes, but without removing the Minute Book.

### 7.2 Board of Directors

#### 7.2.1 Powers

The Board of Directors has full management and administrative powers, subject to the powers attributed to the General Meeting.

It may delegate the day-to-day management to its Chairman, to a Board Director or to the Secretary General.

It may also, on its own responsibility, confer special and specific powers on one or more persons.

#### 7.2.2 Composition

The Board of Directors shall be composed of at least six Members and at the most twelve Members. In addition, two further Members shall be appointed to the Board of Directors, one representing the Associate members A category and one representing the Associate members B category.

All Members shall be elected by the General Meeting in accordance with the provisions of Article 7.2.3 and may be dismissed by this Meeting

A Chairman, one or more Vice-Chairmen and a Treasurer shall be appointed from the Members of the Board of Directors.

#### 7.2.3 Election and Organisation of the Board of Directors

Members may propose candidates for the Board; these candidates must compulsorily have managerial duties within their company and possess scientific and Technical experience.

The Ordinary General Meeting shall elect the Members of the Board of Directors from the Candidates thus proposed and adhering to the following rules:

should the candidates proposed originate from nine different countries at the most, each country shall be entitled to at least one seat on the Board of Directors;

should the candidates proposed originate from more than nine countries, nine countries at least will be entitled to at least one seat on the Board of Directors.

The Ordinary General Meeting shall elect the Members of the Board of Directors from the Candidates thus proposed, ensuring that the final composition of the Board represents broadly the interests of Members and the geographical distribution of the membership.

Once elected, the Board of Directors shall appoint from among its Members a Chairman, one or more Vice-Chairmen and a Treasurer.

#### 7.2.4 Duration of Mandates

Each Member of the Board of Directors shall be elected for a term beginning at the Ordinary General Meeting which appointed him and ending at the second Ordinary General Meeting after that Meeting.

Members of the Board including the Chairman shall be eligible for re-election.

Any Member of the Board may resign from his duties, including those of Chairman Vice-Chairman or Treasurer.

The Board may fill the vacancy provisionally and the person thus appointed shall remain in office until the next ordinary General Meeting.

#### 7.2.5 Meetings, Quorum and Majority

The Board of Directors shall hold as many regular or special Meetings as it considers necessary for managing the Association. It will convene at least once a year.

Any Member of the Board of Directors can empower another Member of the Board, in writing, to represent him at a Board meeting; however, any Member of the Board may hold only one proxy at the Board Meeting.

The Meetings shall be convened by the Chairman. The notice of convocation will be sent by post, fax, e-mail or other method of communication. At any Meeting the quorum shall consist of half the Members of the Board present or represented and decisions shall be taken with a simple majority of the votes.

The Minutes of every Board Meeting shall be sent to all Members of the Association.

#### 7.2.6 Costs

Every Member of the Board shall bear the costs resulting from his mandate.

Members of the Board may not claim any remuneration.

#### 7.2.7 Signature of the Association, Delegation and Representation at Law.

All deeds which commit the Association are, in the absence of a special power of attorney, signed by the Chairman or by two Directors, who do not have to provide proof of their powers with regards to third parties.

Lawsuits, both as plaintiff and as defendant, are monitored by the Board of Directors, represented by its Chairman or by a Director designated for this purpose.

### 7.3 Special Duties

#### 7.3.1 Chairman/Vice-Chairman

The Chairman, or in his absence one of the Vice-Chairmen, shall act as Chairman of the General Meeting and the Board of Directors.

The number of Vice-Chairmen shall be determined by the Board.

#### 7.3.2 Treasurer

The Treasurer shall be responsible for keeping the books and accounts of the Association.

At the closure of each fiscal year the books of the Association shall be submitted for auditing by an independent auditor chosen by the Board of Directors and this auditor's report shall be forwarded by the Treasurer to the Board. Each Member of the Association shall receive a copy.

The accounts shall be approved by the General Meeting which, in doing this, shall relieve the Board of its financial responsibility for the financial year for which the accounts have been approved.

The Treasurer shall be responsible for keeping the funds and assets of the Association. He may use the funds of the Association under the supervision of the Board.

#### 7.3.3. Secretary General

The Board of Directors shall appoint a Secretary General and shall determine his conditions of employment.

The Secretary General must be scientifically qualified and will carry out the tasks assigned to him by the Board.

Subject to the Board's authorisation, the Secretary General may employ administrative, technical or other specialist staff to serve the Association, insofar as it is considered necessary and appropriate.

The Secretary General shall keep the books and records of the Association.

### 7.4 Communications

#### 7.4.1 Position Adopted – Publications

No documents supposed to represent the opinion of the Association shall be published on the headed notepaper or in the name of the Association without the prior approval of the Board.

#### 7.4.2 Property Rights and Author's Rights to the Results.

All property rights and all author's rights to all part of the results of the work of the Board of Directors or of any third party which has agreed to carry out a task for the Association shall belong to the Association and may be used only in accordance with the decisions or regulations passed by the Board.

#### 7.5 Scientific Committee

The Board shall appoint a Scientific Committee for undertaking the Scientific Programme of the Association.

The Scientific Committee shall be composed of at least six members

One member of the Scientific Committee shall represent the Associate members A category and one shall represent the Associate members B category.

The Committee will be responsible for the scientific quality of any publication issued by the Association. The Chairman of the Scientific Committee will report to the Board, at least on an annual basis, on the activities of the Scientific Committee.

### Article 8 – Subscriptions

#### 8.1 Subscriptions to the Association

The amount of the subscriptions for Members shall be determined by the General Meeting at the proposal of the Board of Directors and should aim to cover the expenditure for which provision is made in the budget. The subscription shall be the same for each Member in its category.

In the event of the General Meeting having omitted to make a decision about the amount of the subscription, the subscription due for the previous fiscal year will be applied.

#### 8.2 Members accepted after the Beginning of the year.

The subscription owed by a Member accepted in the course of the fiscal year shall be fixed in proportion to the fraction of the year for which he has been a Member.

#### 8.3 Payment of Subscriptions

Each Member shall pay a part of his subscription representing half of his subscription for the previous year, within the first two months of each calendar year. He shall pay the remainder of the total sum, calculated on the basis of the amount of subscription determined by the General Meeting pursuant to article 8.1, within two months of the Ordinary General Meeting.

If Members give notification of resignation they will pay their subscription for the current and the subsequent fiscal year.

### Annual Programme

### Article 9

At the Ordinary General Meeting of the Association the Board of Directors shall submit a programme of projects, activities and services of the Association for the following year and

the General Meeting shall adopt the programme of projects, activities and services which it thinks fit.

### Assets and Liabilities of the Association

#### 10.1 Interests of the Members in the Assets of the Association

In the event of loss of membership, neither the said Member nor his representative may make any claim to any right to these assets against the Association, the other Members, their representatives or some of these only.

#### 10.2 Disposal of the Assets of the Association in the Event of Dissolution

In the event of dissolution of the Association, and after all its debts and obligations of any kind have been cleared – if necessary at the Member's expense – the funds, capital and other assets of the Association shall be handed over to an institution devoted to the protection of the environment and recognised to be non-profit-making and in the public interest by the authorities.

#### 10.3 Limitation of Member's Responsibility

Subject to the provision of Article 10.2 relating to the clearance of the Association's debts in the event of dissolution, Members shall be bound only to pay their annual subscriptions fixed by the General Meeting and shall under no circumstances be liable for any action taken against the Association.

### Fiscal Year

#### Article 11

The fiscal year of the Association shall correspond to the calendar year.

In accordance with Article 53 of the Law, the end-of-year balance sheet of the previous year and of the year to come shall be prepared each year by the administrative body of the Association and submitted to the Annual General Meeting for approval.

In compliance with Article 51 of the Law, the accounts will be submitted to the "Service public fédéral Justice".

### Amendments to the Statutes and Dissolution

#### Article 12

Without prejudice to Articles 50 (paragraph 3), 55 and 56 of the Law on non-profit making international associations and institutions, any proposal which has as its objective an amendment to the Articles of Association or the dissolution of the Association must originate from the Board of Directors. The Board must inform the members of the Association, at least 30 days in advance, of the contents of this proposal and the date of the Extraordinary General Meeting which will decide on it.

No decision shall be passed unless it is voted for by a General Meeting at which two-thirds of the Members are present, with a majority of two-thirds of the votes present or represented. However, if two-thirds of the Members of the Association are not present at this General Meeting, a further General Meeting shall be convened under the same

conditions as above, and shall decide finally and validly in the proposal in question, with a majority of two-thirds of the votes present or represented.

Amendments to the Statutes shall be effective only after they have been approved by the competent authority in accordance with Article 50 (paragraph 3) of the Law and after publication in the Annexes of the Moniteur belge in accordance with Article 51 (paragraph 3) of the said Law.

The General Meeting shall determine the method of dissolution and liquidation of the Association.

### General Guidelines

#### Article 13

Any items not stipulated by the present statutes, inter alia the texts to be published in the Annexes of the Moniteur Belge, will be governed by Title III of the Belgian Law of 27 June 1921 on non-profit making associations, international non-profit making associations and institutions.